

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	X	

AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On June 24, 2010, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via electronic notification, and (ii) upon the party listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Joint Stipulation and Agreed Order Between Reorganized Debtors and the UAW (1) Disallowing and Expunging Proofs of Claim Numbers 5268, 13270, 13838, 13880, 15344, and 19810 and (2) Compromising and Allowing Proof of Claim Number 16644 (UAW Proofs of Claim Stipulation) (Docket No. 20256) [a copy of which is attached hereto as Exhibit C]
- 2) Joint Stipulation and Agreed Order Between Reorganized Debtors and the Indiana Department of Environmental Management (I) Disallowing and Expunging Proofs of Claim Numbers 5120 and 5121 and (II) Compromising and Allowing Proof of Claim Number 5122 (Docket No. 20258) [a copy of which is attached hereto as Exhibit D]
- 3) Joint Stipulation and Agreed Order Between Reorganized Debtors and HSBC Bank USA, National Association Withdrawing Proof of Administrative Expense Claim Number 18617 (HSBC Bank USA, National Association) (Docket No. 20259) [a copy of which is attached hereto as Exhibit E]
- 4) Joint Stipulation and Agreed Order Between Reorganized Debtors and Hitachi Chemical (Singapore) Pte. Ltd. f/k/a Hitachi Chemical Asia-Pacific Pte. Ltd. Compromising and Allowing Proof of Claim Number 416 (Hitachi Chemical (Singapore) Pte. Ltd. f/k/a Hitachi Chemical Asia-Pacific Pte. Ltd.) (Docket No. 20271) [a copy of which is attached hereto as Exhibit F]

On June 24, 2010, I caused to be served the document listed below upon the parties listed on Exhibit G hereto via postage pre-paid U.S. mail:

- 5) Joint Stipulation and Agreed Order Between Reorganized Debtors and the UAW (1) Disallowing and Expunging Proofs of Claim Numbers 5268, 13270, 13838, 13880, 15344, and 19810 and (2) Compromising and Allowing Proof of Claim Number 16644 (UAW Proofs of Claim Stipulation) (Docket No. 20256) [a copy of which is attached hereto as Exhibit C]

On June 24, 2010, I caused to be served the document listed below upon the party listed on Exhibit H hereto via postage pre-paid U.S. mail:

- 6) Joint Stipulation and Agreed Order Between Reorganized Debtors and the Indiana Department of Environmental Management (I) Disallowing and Expunging Proofs of Claim Numbers 5120 and 5121 and (II) Compromising and Allowing Proof of Claim Number 5122 (Docket No. 20258) [a copy of which is attached hereto as Exhibit D]

On June 24, 2010, I caused to be served the document listed below upon the party listed on Exhibit I hereto via postage pre-paid U.S. mail:

- 7) Joint Stipulation and Agreed Order Between Reorganized Debtors and HSBC Bank USA, National Association Withdrawing Proof of Administrative Expense Claim Number 18617 (HSBC Bank USA, National Association) (Docket No. 20259) [a copy of which is attached hereto as Exhibit E]

On June 24, 2010, I caused to be served the document listed below upon the party listed on Exhibit J hereto via postage pre-paid U.S. mail:

- 8) Joint Stipulation and Agreed Order Between Reorganized Debtors and Hitachi Chemical (Singapore) Pte. Ltd. f/k/a Hitachi Chemical Asia-Pacific Pte. Ltd. Compromising and Allowing Proof of Claim Number 416 (Hitachi Chemical (Singapore) Pte. Ltd. f/k/a Hitachi Chemical Asia-Pacific Pte. Ltd.) (Docket No. 20271) [a copy of which is attached hereto as Exhibit F]

Dated: June 29, 2010

/s/ Darlene Calderon

Darlene Calderon

State of California

County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 29th day of June, 2010, by
Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who
appeared before me.

Signature: /s/ Nancy Santos

Commission Expires: 1/2/14

EXHIBIT A

Post-Emergence Master Service List

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EXHIBIT B

Post-Emergence Master Service List

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND THE UAW (1) DISALLOWING AND EXPUNGING PROOFS OF
CLAIM NUMBERS 5268, 13270, 13838, 13880, 15344, AND 19810 AND (2)
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 16644

(UAW PROOFS OF CLAIM STIPULATION)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America and its applicable local unions and entities (collectively, the "UAW") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And The UAW (1) Disallowing And Expunging Proofs Of Claim Numbers 5268, 13270, 13838, 13880, 15344, And 19810 And (2) Compromising And Allowing Proof Of Claim Number 16644 (UAW Proof Of Claims Stipulation) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, (the "Petition Date"), Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on May 8, 2006, the UAW filed proof of claim number 5268 against Delphi, which asserts an unsecured claim in the amount of \$3,191.00.

WHEREAS, on July 31, 2006, the UAW filed proof of claim number 13270 against DAS LLC, which asserts an unsecured priority claim in the amount of \$992,869.85 plus certain unliquidated amounts.

WHEREAS, on July 31, 2006, the UAW filed proof of claim number 13838 against ASEC Manufacturing General Partnership, which asserts an unliquidated unsecured claim.

WHEREAS, on July 31, 2006, the UAW filed proof of claim number 13880

against Delphi, which asserts an unsecured priority claim of \$11 billion.

WHEREAS, on July 31, 2006, the UAW filed proof of claim number 15344 against Delphi, which asserts an unliquidated priority and nonpriority unsecured claim in excess of \$145 million.

WHEREAS, on June 22, 2007, the UAW and the Debtors signed a settlement agreement (the "UAW Settlement Agreement") and on July 19, 2007 this Court entered an order approving the UAW Settlement Agreement (the "UAW Settlement Agreement Approval Order") (Docket No. 8693).¹

WHEREAS, in full satisfaction of all claims released by the UAW pursuant to the UAW Settlement Agreement Approval Order, the UAW was granted an allowed prepetition general unsecured claim in the amount of \$140 million, subject to adjustment pursuant to the terms of the UAW Settlement Agreement Approval Order (the "UAW Allowed Claim").

WHEREAS, on July 18, 2007, proof of claim number 16644 was created to implement the UAW Settlement Agreement and the UAW Settlement Agreement Approval Order, and establish the UAW Allowed Claim.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized

¹ A copy of the UAW Settlement Agreement is attached to the UAW Settlement Agreement Approval Order.

Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on November 5, 2009, the UAW filed administrative expense claim number 19810 against Delphi which asserts an administrative expense claim in an amount not to exceed \$6 million.

WHEREAS, on February 3, 2010, the Reorganized Debtors objected to the UAW proofs of claim numbers 5268, 13270, 13838, and 13880 on the Reorganized Debtors' Forty-Fourth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And (d) And Fed. R. Bankr. P. 3007 To (I) Modify And Allow (A) Certain Modified And Allowed Claims, (B) A Partially Satisfied Claim, And (C) Certain Partially Satisfied Scheduled Liabilities, (II) Disallow And Expunge (A) Certain Fully Satisfied Scheduled Liabilities, (B) Certain MDL-Related Claims, (C) Certain Union Claims, (D) Certain Personal Injury Claims, And (E) A Duplicate Claim, (III) Object To Certain (A) Preference-Related Claims And (B) Preference-Related Scheduled Liabilities, and (IV) Modify Certain SERP-Related Scheduled Liabilities (the "Forty-Fourth Omnibus Claims Objection") (Docket No. 19395).

WHEREAS, on March 15, 2010, the UAW filed a response to the Forty-Fourth Omnibus Claims Objection (the "UAW 44th Omnibus Response") (Docket No. 19669).

WHEREAS, on March 25, 2010, the Reorganized Debtors filed the Notice Of Sufficiency Hearing With Respect To Debtors' Objections To Proofs Of Claim Numbers 5268, 13270, 13838, 13880, 15585, 15589, 16925, 17081, 17773, 18049, 18087, 18604, 18740, 20017, And 20054 (Docket No. 19735) scheduling a sufficiency hearing on proofs of claim numbers 5268, 13270, 13838, and 13880.

WHEREAS, on April 13, 2010, the Reorganized Debtors filed a supplemental reply to the Forty-Fourth Omnibus Claims Objection and to the UAW Response (the "UAW 44th Omnibus Supplemental Reply") (Docket No. 19811).

WHEREAS, on April 16, 2010, the Reorganized Debtors objected to the UAW proof of claim number 19810 on the Reorganized Debtors' Forty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(B) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books And Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain Administrative Expense Claims (the "Forty-Seventh Omnibus Claims Objection") (Docket No. 19873).

WHEREAS, on May 17, 2010, the UAW filed a response to the Forty-Seventh Omnibus Claims Objection (the "UAW 47th Omnibus Response") (Docket No. 20126).

WHEREAS, to resolve the Forty-Fourth Omnibus Claims Objection with respect to the proofs of claim numbers 5268, 13270, 13838, and 13880, to resolve the Forty-Seventh Omnibus Claims Objection with respect to administrative expense claim number 19810, to resolve the UAW 44th Omnibus Response, to resolve the UAW 44th Omnibus Supplemental Reply, to resolve the UAW 47th Omnibus Response, to disallow and expunge proof of claim number 15344, and to resolve the adjustment of the UAW Allowed Claim and establish it as proof of claim number 16644, the Reorganized Debtors and the UAW entered into this Stipulation.

NOW, THEREFORE, the Reorganized Debtors and the UAW stipulate and agree as follows:

1. The UAW Allowed Claim shall be established as proof of claim number

16644, and proof of claim number 16644 shall be the sole surviving UAW claim.

2. Proof of claim number 16644 shall be allowed in the amount of \$96,158,450.00 and shall be treated as an allowed prepetition general unsecured non-priority claim against DPH Holdings Corp. in accordance with the terms of the Modified Plan. Any proceeds resulting from proof of claim number 16644 shall be paid to the Voluntary Employee Beneficiary Association established on or about October 16, 2008 in accordance with the settlement in UAW, et al. v. GM, Case No. 2:07-cv-14074 (E.D. Mich. complaint filed September 9, 2007). The Reorganized Debtors shall take the necessary steps to conform the claims register to reflect the amount of the surviving claim and the distribution entity as set forth in this paragraph.

3. Each of proof of claim numbers 5268, 13270, 13838, 13880, and 15344 and administrative expense claim number 19810 shall be disallowed and expunged in its entirety.

4. The Reorganized Debtors and the UAW shall cooperate in seeking the agreement of General Motors Company for a transfer of all remaining funds ("Trust Funds") of the trust established pursuant to the Trust Agreement Between Delphi Corporation and Bank One Trust Company, N.A. dated June 8, 2006 (the "UAW-Delphi Legal Services Plan Trust"), as of an agreed upon transfer date (the "Transfer Date"), to the UAW-GM Legal Services Trust, with the understanding and agreement that all such Trust Funds will be used exclusively for the purpose of paying the UAW-GM Legal Services Plan for expenses related to the provision of UAW-GM Legal Services Plan benefits to covered individuals under the UAW-Delphi Legal Services Plan as of July 19, 2007. Once the Trust Funds have been transferred, the UAW-Delphi Legal Services Plan Trust shall be terminated. The parties shall cooperate in taking the necessary steps to effect the transfer and termination.

5. The Reorganized Debtors have informed the UAW that, as of June 4, 2010, the Trust Fund balance totaled \$1,101,086.72. Pending the Transfer Date, promptly upon approval of this Stipulation by the Bankruptcy Court, the Reorganized Debtors shall approve the release of Trust Funds sufficient to pay the UAW-Delphi Legal Services Plan (i) \$135,000.00 (relating to the UAW-Delphi Legal Services Plan September 2009 invoice) and (ii) \$26,129.00 (relating to the UAW-Delphi Legal Services Plan October 2009 invoice). Once the release of such amounts is approved, and provided that the Transfer Date occurs, Delphi, the Reorganized Debtors, Delphi Automotive LLP and the directors, officers, fiduciaries, employees and agents of each, shall have no obligations relating to the UAW-Delphi Legal Services Plan, the UAW-Delphi Legal Services Plan Trust, the UAW-GM Legal Services Plan, and the UAW-GM Legal Services Plan Trust.

6. In the event that no agreement is reached regarding the transfer of Trust Funds to the UAW-GM Legal Services Trust pursuant to paragraph 4, the Reorganized Debtors and the UAW shall attempt to negotiate a mutually acceptable resolution relating to the balance of such Trust Funds.

7. As necessary, the UAW Settlement Agreement Approval Order shall be deemed conformed and consistent with this Stipulation.

8. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation to the extent permitted by law.

So Ordered in White Plains, New York, this 18th day of June, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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/s/ Daniel W. Sherrick

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Reorganized Debtors

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DPH Holdings Legal Information Website:
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

JOINT STIPULATION AND AGREED ORDER BETWEEN
REORGANIZED DEBTORS AND THE INDIANA DEPARTMENT OF
ENVIRONMENTAL MANAGEMENT (I) DISALLOWING AND EXPUNGING
PROOFS OF CLAIM NUMBERS 5120 AND 5121 AND (II) COMPROMISING AND
ALLOWING PROOF OF CLAIM NUMBER 5122

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and the Indiana Department of Environmental Management ("IDEM" or the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And The Indiana Department of Environmental Management (I) Disallowing And Expunging Proofs Of Claim Numbers 5120 And 5121 And (II) Compromising And Allowing Proof Of Claim Number 5122 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on May 8, 2006, IDEM filed proof of claim number 5120 against Delphi, which asserts an unsecured priority claim in the amount of \$1,721.50 stemming from certain asserted environmental liabilities ("Claim 5120").

WHEREAS, on May 8, 2006, IDEM filed proof of claim number 5121 against Delphi, which asserts an unsecured non- priority claim in the estimated amount of \$500,000.00 stemming from certain asserted environmental liabilities ("Claim 5121").

WHEREAS, on May 8, 2006, IDEM filed proof of claim number 5122 against Delphi, which asserts an unsecured non- priority claim in the estimated amount of \$750.00 stemming from certain asserted environmental liabilities ("Claim 5122," and together with Claim 5120 and 5121, the "Claims").

WHEREAS on October 31, 2006, the Debtors objected to the Claims pursuant to

the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (the "Third Omnibus Claims Objection").

WHEREAS, on November 22, 2006, IDEM filed its Response To Debtors' Third Omnibus Objection (Docket No. 5713) (the "Response").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, without admitting any liability, to resolve the Third Omnibus Claims Objection with respect to the Claims without further litigation, the Reorganized Debtors and IDEM entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that (I) Claim 5120 and Claim 5121 should each be disallowed and expunged its entirety and (II) Claim 5122 should be allowed as a general unsecured non-priority claim in the amount of \$750.00 against DPH Holdings Corp.

NOW, THEREFORE, the Reorganized Debtors and IDEM stipulate and agree as

follows:

1. Each of Claim 5120 and Claim 5121 shall be disallowed and expunged in its entirety.
2. Claim 5122 shall be allowed in the amount of \$750.00 and shall be treated as an allowed general unsecured non-priority claim against DPH Holdings Corp. in accordance with the terms of the Modified Plan.
3. The Response is hereby deemed withdrawn with prejudice.
4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 21st day of June, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
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/s/ Timothy Junk
INDIAN DEPARTMENT OF
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- and -

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND HSBC BANK USA, NATIONAL ASSOCIATION WITHDRAWING
PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 18617

(HSBC BANK USA, NATIONAL ASSOCIATION)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and HSBC Bank USA, National Association ("HSBC") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And HSBC Bank USA, National Association Withdrawing Proof Of Administrative Expense Claim Number 18617 (HSBC Bank USA, National Association) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 14, 2009, HSBC filed proof of administrative expense claim number 18617 against Delphi, which asserts an administrative expense claim in the amount of \$4,780,988.00 (the "Claim") stemming from money loaned to the Debtors.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if

any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on April 16, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books And Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain Administrative Expense Claims (Docket No. 19873) (the "Forty-Seventh Omnibus Claims Objection").

WHEREAS, on May 11, 2010, HSBC filed the Withdrawal Of Claim For HSBC Bank USA, National Association Re: Claim No. 18617 (Docket No. 20006).

WHEREAS, on May 12, 2010, HSBC filed the Limited Response Of HSBC Bank USA, National Association To Reorganized Debtors' Forty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books And Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain Administrative Expense Claims (Docket No. 20042) (the "Response").

WHEREAS, the Claim was satisfied in full by the Debtors and no further amounts are owed to HSBC on account of the Claim.

WHEREAS, to resolve the Forty-Seventh Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and HSBC entered into this Stipulation, pursuant to which the Reorganized Debtors and HSBC agreed that the Claim will be deemed withdrawn.

NOW, THEREFORE, the Reorganized Debtors and HSBC stipulate and agree as

follows:

1. The Claim is hereby deemed withdrawn with prejudice.
2. The Response is hereby deemed withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any

disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 21st day of June, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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Ron E. Meisler
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- and -

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN
REORGANIZED DEBTORS AND HITACHI CHEMICAL (SINGAPORE)
PTE. LTD. F/K/A HITACHI CHEMICAL ASIA-PACIFIC PTE. LTD.
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 416

(HITACHI CHEMICAL (SINGAPORE) PTE. LTD.
F/K/A HITACHI CHEMICAL ASIA-PACIFIC PTE. LTD.)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Hitachi Chemical (Singapore) Pte. Ltd. f/k/a Hitachi Chemical Asia-Pacific Pte. Ltd. (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Hitachi Chemical (Singapore) Pte. Ltd. f/k/a Hitachi Chemical Asia-Pacific Pte. Ltd. Compromising And Allowing Proof Of Claim Number 416 (Hitachi Chemical (Singapore) Pte. Ltd. f/k/a Hitachi Chemical Asia-Pacific Pte. Ltd.) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Mechatronic Systems, Inc. ("Delphi Mechatronic") and Delco Electronics Overseas Corporation ("Delco Corporation"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on November 7, 2005, the Claimant filed proof of claim number 416 against Delphi, which asserts an unsecured non-priority claim in the amount of \$3,304,764.66 and a priority claim in the amount of \$2,110,565.18 (together the "Claim") stemming from the sale of goods.

WHEREAS, on the Debtors' Schedules of Assets And Liabilities filed with this Court on April 18, 2006 the Debtors listed scheduled liability numbers 10407171 against Delphi Mechatronic and 10405357 against Delco Corporation in the amount of \$28,642.64 and \$23,128.00, respectively (together, the "Scheduled Liabilities"), as being owed to the Claimant.

WHEREAS, on October 31, 2006, the Debtors objected to the Claim pursuant to the Debtors' Second Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (I) Equity Claims, (II) Claims Duplicative Of Consolidated Trustee Or Agent Claims, And (III) Duplicated And Amended Claims (Docket No. 5451) (the "Second Omnibus Claims Objection").

WHEREAS, on November 22, 2006, the Claimant filed the Response Of Hitachi Chemical (Singapore) Pte. Ltd. To Second Omnibus Objection To Claims (Docket No. 5674) (the "First Response").

WHEREAS, on August 24, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151) (the "Twentieth Omnibus Claims Objection").

WHEREAS, on September 20, 2007, the Claimant filed the Response Of Hitachi Chemical (Singapore) Pte. Ltd. To Twentieth Omnibus Objection To Claims (Docket No. 9478) (the "Second Response").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from

chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi, Delphi Mechatronic, and Delco Corporation emerged from chapter 11 as DPH Holdings Corp., DPH Mechatronic Systems, LLC ("DPH Mechatronic"), and Delco Electronics Overseas LLC ("Delco LLC")

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on December 21, 2009, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Fortieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain (A) Books And Records Claims, (B) Fully Satisfied Claims, And (C) Objected-To Claims To Be Disallowed, (II) Modify And Allow Certain (A) Partially Satisfied Claims, (B) Claims To Be Further Modified, (C) Objected-To Claims To Be Modified And Allowed, And (III) Allow Certain Claims (Docket No. 19222) (the "Fortieth Omnibus Claims Objection").

WHEREAS, on January 14, 2010, the Claimant filed the Response Of Hitachi Chemical (Singapore) Pte. Ltd. To Reorganized Debtors' Fortieth Objection To Claims (Docket No. 19311) (the "Third Response").

WHEREAS, on Reorganized Debtors' Forty-Fourth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And (d) And Fed. R. Bankr. P. 3007 To (I) Modify And Allow (A) Certain Modified And Allowed Claims, (B) A Partially Satisfied Claim, And (C) Certain Partially Satisfied Scheduled Liabilities, (II) Disallow And Expunge (A) Certain Fully Satisfied Scheduled Liabilities, (B) Certain MDL-Related Claims, (C) Certain Union Claims, (D) Certain

Personal Injury Claims, And (E) A Duplicate Claim, (III) Object To Certain (A) Preference-Related Claims And (B) Preference-Related Scheduled Liabilities, And (IV) Modify Certain SERP-Related Scheduled Liabilities (Docket No. 19395) (the "Forty-Fourth Omnibus Claims Objection") the Reorganized Debtors sought to reduce the Scheduled Liabilities because they determined that the Scheduled Liabilities have been partially satisfied by payments to cure the undisputed defaults on assumed executory contracts and unexpired leases made by the Reorganized Debtors.

WHEREAS, on March 10, 2010, the Claimant filed the Response Of Hitachi Chemical (Singapore) Pte. Ltd. To Reorganized Debtors' Forty-Fourth Omnibus Claims Objection (Docket No. 19612) (together with the First Response, the Second Response, and the Third Response, the "Responses").

WHEREAS, to resolve the Second Omnibus Claims Objection, the Twentieth Omnibus Claims Objection, and the Fortieth Omnibus Claims Objection, each with respect to the Claim, and the Forty-Fourth Omnibus Claims Objection with respect to the Scheduled Liabilities, the Reorganized Debtors and the Claimant entered into this Stipulation pursuant to which the Reorganized Debtors and the Claimant agreed that the Claim should be allowed as a general unsecured non-priority claim in the amount of \$3,353,309.95 against DPH Holdings Corp.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$3,353,309.95 and shall be treated as an allowed general unsecured non-priority claim against DPH Holdings Corp. in accordance with the terms of the Modified Plan.

2. Scheduled liability 10407171 shall be modified and allowed as an unsecured nonpriority liability in the amount of \$6,718.64 against DPH Mechatronic in accordance with the terms of the Modified Plan.

3. Scheduled liability 10405357 shall be modified and allowed as an unsecured nonpriority liability in the amount of \$9,051.44 against Delco LLC in accordance with the terms of the Modified Plan.

4. The Second Omnibus Claims Objection, the Twentieth Omnibus Claims Objection, and the Fortieth Omnibus Claims Objection, each with respect to the Claim, are hereby deemed withdrawn with prejudice.

5. The Forty-Fourth Omnibus Claims Objection with respect to the Scheduled Liabilities is hereby deemed withdrawn with prejudice.

6. The Responses are hereby deemed withdrawn with prejudice.

7. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 21st day of June, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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/s/ Menachem O. Zelmanovitz

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Ltd. f/k/a Hitachi Chemical Asia-Pacific Pte. Ltd.

- and -

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Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

EXHIBIT G

Pg 58 of 64
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Special Parties

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EXHIBIT H

Pg 60 of 64
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EXHIBIT I

Pg 62 of 64
DPH Holdings Corp.
Special Parties

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EXHIBIT J

Pg 64 of 64
DPH Holdings Corp.
Special Parties

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